Book review

Clark, Cynthia E. Giving voice to values in the boardroom. Routledge, 2020. $31.50 Paperback

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The book *Giving Voice to Values in the Boardroom* by Cynthia E. Clark (2020) provides readers with insights and strategies on how to face common board challenges. The book is based upon the work of Mary C. Gentile who started the Giving Voice to Values (GVV) movement in 2009. The book is well-written and easy to follow, providing a good overview of the principles of the GVV framework and how it can be applied to help board members address ethical issues in their organizations. It also includes several case studies illustrating how the GVV framework has been used in practice. Overall, *Giving Voice to Values in the Boardroom* is a valuable resource for board members who want to ensure that their organizations operate ethically.

The book starts with a brief discussion on the need for ethical leadership in corporate boardrooms because of the vital role that boards play in the corporate governance of firms. Clark provides a succinct overview of the key principles of the GVV framework and their relevance to the boardroom. A large part of the book is devoted to case studies drawn from real-world examples of how the GVV framework has been used by board members to address ethical issues in their respective organizations.

The case study approach is one of the most commonly used pedagogical tools to teach business ethics, where students are presented with certain ethical dilemmas they may face in an organization and asked to determine the right course of action. The approach allows students to analyze and apply ethical principles to real-world situations. While many merits exist to the case

study approach, a major limitation is how it often becomes a purely cognitive exercise where participants simply debate between competing options without much regard for how ethical principles can actually be put into practice. Gentile (2010) provided a twist to the ethical-dilemma-focused case study approach by arguing that unethical behaviors happen not so much from a lack of knowledge about what is right or wrong, but rather from a failure to act on one's ethical values.

Gentile had found in her initial research on the subject that people tend to respond in one of three ways when people feel pressured to engage in actions that conflict with their values: most give in and do what they're asked, even though it bothers them; a few choose to separate themselves from the situation or the organization so that they can avoid the discomfort of having to act against their values; but a much small percentage find a way to speak up and take the ethical action, despite the pressure they may feel.

Can the GVV framework help to increase the percentage of people who choose to take ethical action? The book provides useful information for board members to remain sensitive to the ethical issues that may come up in their respective organizations. Additionally, the book offers strategies for how to have difficult conversations about values, and how to influence decision-making in the boardroom so ethical values are taken into account and a value-based culture prevails in the organization.

The board of directors is responsible for setting the ethical tone of the organization, to ensure the company complies with all relevant laws and regulations, and behaves ethically in its dealings with employees, customers, suppliers, shareholders, and the wider community. However, the board's task is not always easy. Board members are expected to be independent and objective in their decision-making, yet, the members are also human beings with individual

values, biases, and interests who are often under pressure to support decisions of questionable ethics even if they may be legal.

The GVV framework provides a structured approach to bringing awareness to common rationalization patterns that are used by management and other board members to defend unethical decisions. The book illustrates the rationalizations with common statements often heard in the boardroom, such as "we're just following orders," "everyone's doing it," or "it's no big deal." The book then provides strategies to counter the rationalizations in five different contexts where the board has a role to play: ensuring the independence and integrity of the board, the director selection process, CEO succession, CEO compensation, and incorporation of digital innovation into business strategy. The author embedded these issues into cases that were based on real-world examples. The cases were well-researched and will certainly provide ample opportunity for students to delve deeply into the ethical dimensions of each issue.

Overall, I found the book to be a helpful resource for board members who want to act ethically in their organizations. *Giving Voice to Values in the Boardroom* is also a useful tool for business students who are interested in learning more about how to apply ethical principles in the real world. The merits of the book come from the basic premise that ethical lapses are less about figuring out what is the morally right action and more about having the courage and skills to get the right things done effectively. However, it must also be noted that neither the GVV framework nor the book specifically is a panacea for all ethical ills in organizations and their boardrooms. The book does provide a helpful ethical framework for board members that would be relatively easy to implement, but it could also be criticized for proposing solutions to corporate governance challenges that are more cookie-cutter in nature.

Gentile, in her original work, and Clark in this book, both claim the GVV framework will build the "moral muscle memory" of people to help them identify ethical issues more quickly and easily, and know how to stand up for their values in similar situations. The metaphorical parallels that Gentile draws between martial arts and business ethics can be helpful in understanding how the framework might work to increase ethical awareness and action. The vividness of the metaphor also does drive the importance of practicing ethical decision-making regularly to develop our overall capacity to act from our core ethical values; as is certainly the basis of virtue ethics (Hursthouse, 1999). Although the metaphor can help motivate people to buy into the GVV framework, I am wary of the dangers of overemphasizing the martial arts analogy. First, the business world and the ethical challenges people encounter are much more complex than a martial arts training exercise. Second, it's one thing to program people to respond automatically to a situation in which they might be harmed, but it's another thing to try to program them to respond automatically to a multitude of ethical issues they might encounter. Lastly, unlike physical threat situations, people dealing with ethical issues typically have ample time to think through the situation and decide. An automatic response is usually not needed; board members usually have sufficient time to reflect on the ethical dimensions of decisions and still make morally dubious choices.

It must also be remembered that many oppositions to ethical courses of action come in form of cognitive rationalizations that can be easily countered by a framework of ethical responses. Leaders and organizations often use extremely manipulative and coercive tactics to get people to go along with them, thus, much more difficult to counter than simple rationalizations. We need to be careful not to oversimplify the ethical decision-making process,

or else we run the risk of lulling people into a false sense of security that they can always make the right decision if they just have the right framework.

Nonetheless, I would recommend the book to business students and board members as a helpful resource for understanding how to act ethically in organizations. As long as the reader keeps in mind the limitations of the GVV framework, I think it can be a helpful tool for promoting ethical awareness and action in the business world. The tool can help board members respond ethically to a fairly wide variety of challenges, and that is no small feat. The book is extremely simple in its premise, unlike some of the other books recently published on how can leaders act more ethically. Some others offer a more in-depth look into ethical problems that organizations face, the psychological mechanisms of people's ethical choices, and the cultural changes that need to be brought to organizations to foster ethical values. However, the short and straightforward approach of the book should be considered a strength. The simplicity of the book makes its message clearer and more easily digestible for the reader, which probably increases the likelihood that people will actually take its message to heart and put it into practice.

References

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